

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-----------------------------|---|-------------------------|
| -----X | : | |
| | : | |
| In re: | : | |
| | : | Chapter 11 |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 [RDD] |
| | : | |
| Debtors. | : | Jointly Administered |
| | : | |
| -----X | : | |

JOINT STIPULATION AND AGREED ORDER
ALLOWING CLAIM NUMBER 11132 (MARCO MANUFACTURING CO.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Marco Manufacturing Co. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Reducing And Allowing Claim Number 11132 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 26, 2006, Claimant filed proof of claim number 11132 (the "Proof of Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$182,065 and a priority claim in the amount of \$78,973.54 (the "Claim");; and

WHEREAS, on or about November 22, 2007, Claimant asserted rights of setoff and/or recoupment under section 553 of the Bankruptcy Code (the "Setoff Request"); and

WHEREAS, in the Setoff Request Claimant asserted a payment obligation to DAS LLC in the amount of \$490,502.09 (the "Receivable"); and

WHEREAS, on May 22, 2007 the Debtors objected to the Claim pursuant to the Debtors' Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims and Untimely Tax Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection"); and

WHEREAS, to resolve the Setoff Request and Receivable, DAS LLC and Claimant have agreed to enter into a Settlement Agreement dated as of October 29, 2008 (the "Settlement Agreement"); and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

WHEREAS, pursuant to the Settlement Agreement, the Claim shall be allowed as a general unsecured claim in the amount of \$261,038.88 against DAS; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed as a general unsecured claim in the amount of \$261,038.88 against DAS.

Dated: New York, New York
November 12, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
October 30, 2008

MARCO MANUFACTURING, INC.
By its counsel
BUCKINGHAM, DOOLITTLE &
BURROUGHS LLP
By:

/s/ Patrick J. Keating

PATRICK J. KEATING
3800 Embassy Parkway, Suite 300
Akron, Ohio 44333
(330) 258-6554

SO ORDERED

This 3rd day of December, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE